DOCUMENT RESUME

ED 427 620 HE 031 875

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TITLE The Role of the Professional Board Secretary. Board Leadership. Board Basics.
INSTITUTION Association of Governing Boards of Universities and Colleges, Washington, DC.
PUB DATE 1997-00-00
NOTE 15p.
AVAILABLE FROM Association of Governing Boards of Universities and Colleges, One Dupont Circle, Suite 400, Washington, DC 20036; Tel: 202-296-8400; Tel: 800-356-6317 (Toll-Free); Fax: 202-223-7053; Web site: http://www.agb.org (members: $5.95 single copy; 10 or more, $3.95 each; nonmembers: $9.95 single copy; 10 or more, $7.95 each).
PUB TYPE Guides - Non-Classroom (055)
EDRS PRICE EDRS Price MF01 Plus Postage. PC Not Available from EDRS.
DESCRIPTORS *Administrator Role; Board Administrator Relationship; *College Administration; *Governance; *Governing Boards; Higher Education; Professional Services

ABSTRACT

This booklet examines the role of the professional governing board secretary and offers guidelines for carrying out this responsibility effectively. While a wide range of responsibilities of board secretaries is noted, the board secretary's basic responsibilities center on supporting the governing board's operations, ensuring that institutional policies are followed, and facilitating appropriate interactions among the president, campus community, and external constituents. Specific responsibilities listed include: providing support for board meetings, keeping meeting minutes, ensuring compliance with legal requirements, developing trustee manuals, orienting new trustees, contributing to ongoing trustee development, facilitating communication among board members and between trustees and institution administrators, and monitoring information flow. In a brief discussion of qualifications and attributes of and opportunities for board secretaries, the booklet offers some general recommendations to the board and president (such as clarifying expectations and reporting lines) and to the board secretary (such as knowing the culture, traditions, and values of the campus). (DB)

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ED 427 620

BOARD BASICS

BOARD LEADERSHIP

THE ROLE OF THE PROFESSIONAL BOARD SECRETARY

BY BETTE MARTIN AND DOROTHY O. SCOTT

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The Role of the Professional Board Secretary

American higher education is under intense scrutiny and increasing pressure from many quarters to reduce costs while adapting current technology and improving educational outcomes. Questions about price and value, access and affirmative action, academic tenure and teaching productivity, the nature of the curriculum, and accountability for all institutional activities fuel the national debate. Consequently, the spotlight of public attention increasingly is directed at governing boards, creating an environment in which trustees' decisions and policies are subject to critique and second-guessing. In this environment, professional board secretaries play an important role with the president and other institution administrators in helping boards operate effectively by providing the support trustees require for sound policy setting and decision making.

The responsibilities of professional board secretaries vary widely among institutions. In some institutions, board secretaries primarily provide logistic and staff support. In others, they carry a more wide-ranging portfolio that includes key strategic responsibilities. Regardless of the unique scope of the job, every board secretary is in a pivotal position to advance his or her institution's mission by supporting and enhancing the work of the governing board and chief executive.

Nearly every board secretary will confront situations that range from routine to unusual, apolitical to politically charged, and straightforward to complex. To handle them adeptly, board secretaries must understand their roles and responsibilities and exercise good judgment in carrying them out. They must help support a governing board's operations, ensure institutional policies are followed, and facilitate appropriate interactions among the president, campus community, and external constituents.

For example, consider a few illustrative scenarios:

- The president, nearing the end of her third year, is developing a plan to downsize because of budget constraints. A trustee asks the board secretary for a copy of the preliminary report and asks the secretary not to tell the president of the request because he wants to use it in the president's upcoming evaluation.

- Leaders of the black student union invite a local activist known for his anti-Semitic statements to speak during Black History Month. A Jewish board member calls the board secretary and demands that he talk to the president about canceling the speech. If the speech proceeds as scheduled, the board member threatens to go to the media.

- The chair of the committee on trustees (sometimes called the nominating or trusteeship committee) of a private college is preparing for a meeting in which her committee will consider candidates for the board. She asks the board secretary to gather background information on each candidate.

- The new governor appoints three new trustees, changing the board's political composition. The board secretary is responsible for introducing the new trustees to campus, making them familiar with the board's operations and processes, and alerting campus administrators to potential political hazards.

- The new vice president for finance is preparing a presentation in which he will propose a new institutional investment policy. He asks the board secretary for background information on the current policy—especially regarding previous board discussions.

THE BOARD SECRETARY'S ROLE. The specific roles of board secretaries are as diverse as the boards they serve. The institution's chief executive and board chair should determine the board secretary's portfolio of responsibilities, based on the institution's needs and structure. The nature and range of a board secretary's basic responsibilities can be defined by considering a few questions, some of which originate with Bonnie M. Smotony, emerita secretary of The Regents of the University of California, in her chapter "The Role of the Board Staff Secretary," from the book *Governing Public Colleges and Universities*:

- When should board secretaries be "institutional archivists" who keep detailed histories, and when should they summarize key points and actions taken?
- In their roles as gatekeepers for information and access, how do board secretaries decide on the degree and nature of their interventions?
- What degree of visibility should the board secretary have—both inside the institution (especially among faculty, students, and staff) and with external constituents?
- What is the minimum level of support that is acceptable for the institution and the optimum level possible from the board secretary's office?
- Should the board secretary hold additional positions? If so, what is an appropriate pairing of assignments? What additional responsibilities might conflict with the board secretary's primary duties?
- What title is most appropriate, and to whom should the board secretary formally report?

THE INSTITUTION'S CHIEF EXECUTIVE AND BOARD CHAIR SHOULD DETERMINE THE BOARD SECRETARY'S PORTFOLIO OF RESPONSIBILITIES, BASED ON THE INSTITUTION'S NEEDS AND STRUCTURE.

The answers to these questions (and others unique to individual institutions) vary widely, none more so than title. A few of the more prevalent titles are secretary or assistant secretary to the board, administrative assistant, special assistant to the president or chancellor, and executive vice president. In some institutions, the legal counsel or vice president for finance serves as board secretary.

FOR SOME BOARD SECRETARIES, SUPPORTING THE BOARD (AND ALL ITS ATTENDANT TASKS AND CHALLENGES) MAY BE THEIR PRIMARY RESPONSIBILITY; OTHERS HAVE STAFF OR LINE RESPONSIBILITIES.

Professional board secretaries also have diverse backgrounds, experiences, and education. Some rise through the support-staff ranks; others hold a faculty position, have legal or political expertise, or have been trained in educational administration. They may report to the institution's chief executive or directly to the governing board. For some board secretaries, supporting the board (and all its attendant tasks and challenges) may be their primary responsibility; others have staff or line responsibilities. Some are "one-person shops"; others supervise staff.

Regardless of these differences, board secretaries share certain basic responsibilities. A summary follows:

- *Support meetings.* Board secretaries are responsible for overseeing all planning details for board meetings, including dates, agendas, and travel and lodging arrangements for board members. These details must be announced and agreed to well in advance.

- *Keep meeting minutes.* Secretaries ensure that minutes and other records are accurate, concise, and well written. Further, the secretary must devise and oversee a system to index these records properly and store them safely, while ensuring that they are readily available when questions regarding board action or background information arise.

- *Ensure compliance with legal requirements.* Board secretaries must make sure the details of board support are carried out in compliance with legal requirements. These requirements—especially prevalent in public institutions—vary among institutions, but normally they include scheduling board meetings or retreats, electing board officers, and the amount of time in advance of a meeting by which members must receive agendas and be notified of proposed amendments to bylaws.

- *Develop trustee manuals.* Secretaries typically are assigned the task of creating or updating a single handbook of documents that guides and supports the work of trustees. These handbooks often are organized into three sections:

1) Board-related information: policies and procedural guidelines; a list of standing and ad-hoc committees, including the charge to each committee and its current membership; and each member's photograph, address, telephone number, fax number, and e-mail address.

2) Information related to board responsibility: guidelines for awarding tenure, investment policies, a status report of the endowment, and guidelines regarding how the operating budget is developed, among others.

3) Information about the institution: articles of incorporation and institutional bylaws; mission statement; faculty governance documents; strategic plans; relevant state laws; a list of academic programs and degrees offered; faculty, staffing, and enrollment levels; an organizational chart; and names and proper titles of senior administrators.

- *Orient new trustees.* The board secretary should arrange for a formal orientation program that includes a campus tour and meetings with the president, senior administrators, the faculty senate chair or comparable faculty leaders, student leaders, and perhaps the board chair or chair of the committee on trustees. Equally important, the board secretary should be thoroughly knowledgeable about the institution so he or she can respond to the inevitable unexpected question.

  The board secretary also may arrange for presentations during regular board meetings of updates on campus programs and activities or administrative initiatives. Making sure new and veteran trustees are knowledgeable about the institution they serve and have ample opportunities to interact with the campus community requires a board secretary to exercise good judgment. Trustees need accurate and complete information if they are to make sound policy decisions, but they do not need excessive detail about the routine operations of individual programs.

- ***Contribute to ongoing trustee development.*** Many board secretaries provide trustees with information on higher education issues and alert them to relevant meetings and workshops conducted by higher education associations.

- ***Facilitate communication.*** Board secretaries serve a pivotal role in keeping lines of communication open among board members (who often only see each other at infrequently held meetings), between individual trustees and the chief executive or senior administrators, and when appropriate, between the board and other campus constituents. In carrying out this responsibility, however, board secretaries must use good judgment and tact in determining what information should be shared.

- ***Monitor information flow.*** Board secretaries often are responsible for ensuring campus-based information is distributed to the board from a variety of sources, including faculty, staff, students, and periodic mailings from the office of the president and senior administrators. Board secretaries also monitor the flow of information from trustees to the campus—most typically, individual requests about campus programs, activities, and events.

Depending on the institution and the board secretary's range of responsibilities, he or she also may carry out other board-related assignments, including arranging for formal meetings between board members and community leaders, providing staff support for a committee (often the committee on trustees), working with the legal counsel to draft board resolutions or amendments to bylaws, monitoring pending or tabled items and putting them on meeting agendas, holding the institution's seal for use on official documents and to attest to board actions for external organizations, helping the president and board chair define roles and responsibilities for individual trustees (especially regarding committee assignments), and writing drafts of policies, memoranda, speeches, and honorary degree citations for the president and board chair.

QUALIFICATIONS, ATTRIBUTES, OPPORTUNITIES. In addition to the skill and education level appropriate for each specific position, effective board secretaries must be well organized, able to manage details at every level, be adept project managers, and have excellent written and oral communication skills. Further, many successful board secretaries embody less tangible—but equally important—attributes: a high-degree of self-motivation, excellent interpersonal and problem-solving skills, a demonstrated commitment to the institution, tact and diplomacy, and unquestioned personal and professional integrity.

EFFECTIVE BOARD SECRETARIES MUST BE WELL ORGANIZED, ABLE TO MANAGE DETAILS AT EVERY LEVEL, BE ADEPT PROJECT MANAGERS, AND HAVE EXCELLENT COMMUNICATION SKILLS.

The board, chief executive and senior administrators, faculty and staff leaders, and members of the general campus community must trust the board secretary implicitly, and the board secretary must be mindful to win and keep their trust by being committed to the well-being of the institution and acting as an honest broker among the campus constituencies.

Additionally, board secretaries have many opportunities to expand their own knowledge in ways that support their institution and prepare them for other roles in higher education and elsewhere. By reading career-related literature (higher education publications and general business and management periodicals, for example), networking with their colleagues at other institutions, and attending workshops and conferences, board secretaries will enhance their understanding of higher education and governance in ways that benefit their institution and themselves.

Further, board secretaries also may benefit from participating in activities of the Board Professional Staff Planning Committee, which works directly with the Association of Governing Boards.

RECOMMENDATIONS. As the nature of higher education evolves, board secretaries undoubtedly will play a role in supporting necessary institutional change. Regardless of their current levels of responsibilities, much can be done to increase their effectiveness. Some recommendations follow:

For the board and president

- continue to enhance the professionalism of the position of board secretary,
- clarify expectations and reporting lines, and
- support the professional development of board secretaries, especially by providing funding for publications, conferences, and workshops.

For the board secretary

- know your campus thoroughly, including its people, events, and academic curriculum and also its culture, traditions, and values;
- review your institution's board-information systems and modify them, if necessary, to make sure they are current, accurate, easily used, secure, and that they meet institutional needs;
- suggest and oversee a comprehensive review, update, and reconciliation of all institutional governance documents, including policies and bylaws;
- earn the trust of board members, the president, and all institutional stakeholders by distributing information to appropriate groups and individuals in a timely fashion, ensuring that confidential information is secure, and enhancing and facilitating interactions among key individuals and groups;
- maintain flexibility and recognize that special circumstances, on a case-by-case basis, may require a shift in your role;
- know when to serve in a "behind the scenes" capacity for the president or board chair and when to take public responsibility for your actions; and
- avail yourself of continuing education opportunities.

CONCLUSION. In the previous edition of this publication, the late Daniel H. Perlman (then Webster University president) wrote: "The literature of higher education contains many examples of how to handle and avoid problems such as conflicting responsibilities, divided loyalties, tension between the president and the board, the president and the faculty, or the board and the faculty. Certainly, problems can arise in carrying out the responsibilities of board secretary. However, ...the effective functioning of an institutional governance team is more the result of people of goodwill cooperating to see that the goals of the institution are advanced than of any particular organizational structure." Often, the board secretary is a key member of that team.

Details in board functions and organizations and the specific role and responsibilities of the board secretary vary considerably, and rightly so. A single theme remains constant, however. It does indeed take "people of goodwill cooperating" to further the goals of their institution and of higher education.

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This publication is part of **Board Basics**, an AGB series devoted to strengthening the effectiveness of governing boards and trustees. **Board Basics** comprises several topic clusters—The Fundamentals, Financial Matters, Fund-Raising, Academic Affairs, Leadership, Strategic Decision Making, and Effective Committees—each of which contains several booklets. Several assumptions underlie the series:

- Academic trusteeship grows increasingly ambiguous, and trustees need concise, accessible, and focused information to help them carry out their complex fiduciary and stewardship responsibilities.
- Basic principles of trusteeship remain constant across higher education, regardless of institutional type, size, and mission. The series highlights these general principles to provide trustees with a core of knowledge they can apply to their individual institutions.
- The series addresses the distinguishing characteristics of academic trusteeship, especially as it differs in scope, substance, and focus from corporate directorships and other board service.

AGB and the authors welcome comments and suggestions to improve this publication and others in the series. Call AGB publications at 800/356-6317 or visit our Web site at http://www.agb.org for more information.

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